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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

-----	x	
	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC.,	:	Case No. 08-35653 (KRH)
<u>et al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
-----	x	

**STIPULATION AND CONSENT ORDER BETWEEN DEBTORS AND BETHESDA  
SOFTWARES LLC REGARDING DEBTORS' FIRST OMNIBUS OBJECTION TO (I)  
CERTAIN DUPLICATIVE 503(B)(9) CLAIMS AND (II) CERTAIN AMENDED 503(B)(9)  
CLAIMS (CLAIMS 1244 AND 1861)**

This Stipulation and Consent Order (the "Stipulation and Consent Order") is made this 30th day of March, 2009 by and between the debtors and debtors in possession in the above captioned cases (collectively, the "Debtors") and Bethesda Softworks LLC ("BSLLC").

WHEREAS, the Debtors and BSLLC wish to resolve the Debtors' First Omnibus Objection to (I) Certain Duplicative 503(b)(9) Claims and (II) Certain Amended 503(b)(9) Claims (the "Objection") as the Objection pertains to BSLLC.

NOW, THEREFORE, BSLLC and the Debtors hereby STIPULATE AND AGREE, and it is hereby ORDERED, ADJUDGED AND DECREED by the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court"), as follows:

.1 The 503(b)(9) Claims filed on behalf of BSLLC which are identified in Exhibit C to the Objection as:

(a)

Claim	1244	Debtor: CIRCUIT CITY STORES, INC. (08-35653)
Date Filed:	12/18/2008	Secured:
Creditor's Name and Address:	Priority:	
BETHESDA SOFTWARES LLC 1370 PICCARD DR NO 120 ROCKVILLE, MD 20850	Administrative:	\$3,838,606.40
	Unsecured:	_____
	Total:	\$3,838,606.40

("Claim 1244"), and

(b)

Claim	1861	Debtor: CIRCUIT CITY STORES, INC. (08-35653)
Date Filed:	12/22/2008	Secured:
Creditor's Name and Address:	Priority:	
BETHESDA SOFTWARES LLC 1370 PICCARD DR NO 120 ROCKVILLE, MD 20850	Administrative:	\$3,838,606.40
	Unsecured:	_____
	Total:	\$3,838,606.40

("Claim 1861"), shall be incorporated into, made a part of, and designated as, a single surviving 503(b)(9) Claim on behalf of BSLLC under Claim 1244, as follows:

Claim	1244	Debtor: CIRCUIT CITY STORES, INC. (08-35653)
Date Filed:	12/18/2008	Secured:
Creditor's Name and Address:	Priority:	
BETHESDA SOFTWARES LLC 1370 PICCARD DR NO 120 ROCKVILLE, MD 20850	Administrative:	\$3,838,606.40
	Unsecured:	_____
	Total:	\$3,838,606.40

.2 Except as provided in paragraph 1, above, Claim 1861 shall be disallowed in its entirety for all purposes in these bankruptcy cases.

.3 Any and all rights that the Debtors may have to object to any claims or claim amounts that BSLLC may assert, including but not limited to the surviving Claim 1244, are expressly reserved and preserved; likewise, BSLLC's rights to respond to any such objections are expressly reserved and preserved.

.4 The Bankruptcy Court shall retain jurisdiction to hear and determine all matters arising from or related to this Stipulation and Consent Order.

DATED: \_\_\_\_\_, 2009

Judge

\_\_\_\_\_  
Honorable Kevin R. Huennekens  
United States Bankruptcy

WE ASK FOR THIS:

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*Counsel for Debtors and Debtors in Possession*

### **CERTIFICATION**

THE UNDERSIGNED HEREBY CERTIFIES, pursuant to Local Rule 9022-1(C), that this Consent Order has been endorsed by all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley